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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
RANDALL'S ISLAND FAMILY GOLF	:	Case Nos. 00-41065
CENTERS, INC., <u>ET AL.</u> ,	:	through 00-_____
Debtors.	:	(Jointly Administered)

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ORDER PURSUANT TO SECTIONS 105(a) AND 507(a)(6) OF  
THE BANKRUPTCY CODE AND THE DOCTRINE OF NECESSITY  
AUTHORIZING DEBTORS-IN-POSSESSION TO HONOR  
PREPETITION OBLIGATIONS TO CUSTOMERS

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Upon the motion (the "Motion") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for an order pursuant to sections 105(a) and 507(a)(6) of title 11 of the United States Code (the "Bankruptcy Code") and the Doctrine of Necessity authorizing the Debtors to honor certain prepetition obligations to their customers, such as refunds, exchanges, gift certificates, retail deposits, layaway purchases, tickets for special events, fundraising vouchers, bowling league escrow accounts, tokens, debit cards, course memberships, discount pass books, equipment rentals, annual rewards club

programs, special league fees, summer camps, hockey clinics, facility usage fees, management fees, parking permits and vouchers and various packages for golf and skating lessons (collectively, the "Prepetition Customer Obligations");

And it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And it appearing that the relief requested in the Motion is essential to the continued operation of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors and their customers;

And notice of the Motion having been given to (i) the Office of The United States Trustee; (ii) Morgan, Lewis & Bockius, LLP, counsel for The Chase Manhattan Bank, the Agent under the Debtors' prepetition working capital facility; (iii) Winick & Rich, P.C., counsel to the proposed postpetition lenders; and (iv) United States Trust Company of New York, the Indenture Trustee for the 5¾% Convertible Subordinated Notes due October 15, 2004;

And it appearing that no further notice of the Motion need be given;

And sufficient cause appearing therefor; it is

ORDERED that the relief requested in the Motion is granted; and it is further

ORDERED that the Debtors are authorized to honor Prepetition Customer Obligations whether or not such amounts would be entitled to priority under Bankruptcy Code sections 507(a)(6); and it is further

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~~ORDERED that if any other affiliates or subsidiaries of the Debtors seek relief under chapter 11 of the Bankruptcy Code with this Court (the "Later Filing Affiliates"), such Later Filing Affiliates shall be entitled to the relief provided in this Order; and it is further~~

ORDERED that notice of the relief granted by this Order shall be provided to (i) the Office of The United States Trustee; (ii) Morgan, Lewis & Bockius, LLP, counsel for The Chase Manhattan Bank, the Agent under the Debtors' prepetition working capital facility; (iii) Winick & Rich, P.C., counsel the proposed postpetition lenders; and (iv) United States Trust Company of New York, the Indenture Trustee for the 5¾% Convertible Subordinated Notes due October 15, 2004, and any and all other and further notice of this Order is dispersed with and waived.

Dated: New York, New York  
May 4, 2000

s/ STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE